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9 *Counsel for Agua Caliente Solar, LLC, Clearway*
10 *Energy Group LLC, Clearway Energy, Inc.,*
11 *MC Shiloh IV Holdings LLC, NRG Energy, Inc.,*
Solar Partners II LLC, Solar Partners VIII LLC, and
TerraForm Power, Inc.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

and

20 **PACIFIC GAS AND ELECTRIC**
21 **COMPANY**

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects San Dieg

Affects both Debtors
* All papers shall be filed in the Lead Case No.
19-20088 DM

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF APPEARANCE AND
CHANGE OF COUNSEL**

1 TO THE BANKRUPTCY COURT AND ALL PARTIES IN INTEREST:

2 PLEASE TAKE NOTICE that Agua Caliente Solar, LLC, Clearway Energy Group LLC,
3 Clearway Energy, Inc., MC Shiloh IV Holdings LLC, NRG Energy, Inc., Solar Partners II LLC,
4 Solar Partners VIII LLC, and TerraForm Power, Inc. (collectively, the “PPA Counterparties”),
5 have retained Shearman & Sterling LLP as their attorney of record in the above-captioned chapter
6 11 cases (the “Chapter 11 Cases”) in place and instead of Baker Botts L.L.P.

7 PLEASE TAKE FURTHER NOTICE that pursuant to Bankruptcy Rules 2002, 9007 and
8 9010, 11 U.S.C. §§ 342, and N.D. Cal. L.R. 5-1(c)(2)(A) and (C) (as made applicable by B.L.R.
9 1001-2(a)), counsel respectfully requests to be added to the master matrix in these cases and that
10 copies of all notices and pleadings in the Chapter 11 Cases, including in adversary proceedings, be
11 given and served upon Shearman & Sterling LLP at the following addresses:
12

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20 PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance, nor any
21 former or later appearance, pleading, claim or suit shall constitute a consent to jurisdiction, nor
22 shall it waive any right of any of the PPA Counterparties to: (1) have final orders in any non-core
23 or core matter in which the Bankruptcy Court does not have final adjudicatory authority entered
24 only after de novo review by a District Court Judge; (2) trial by jury in any proceeding so triable
25 in these cases or any case, controversy or proceeding related to these cases; (3) have the District
26 Court withdraw reference in any matter subject to mandatory or discretionary withdrawal;
27

1 (4) object to the jurisdiction of the Bankruptcy Court for any purpose or on any grounds; or
2 (5) assert any other rights, claims, actions, defenses, including defenses to jurisdiction, setoffs or
3 recoupments to which the PPA Counterparties may be entitled under agreements, in law, or in
4 equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly
5 reserved.
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7 Dated: June 17, 2019

Respectfully submitted,

9 /s/ C. Luckey McDowell
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